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Counsel to the Circuit City
Stores, Inc. Liquidating Trust

UNITED STATES BANKRUPTCY COURT
EASTERN DISTRICT OF VIRGINIA
RICHMOND DIVISION

- - - - - x
In re: : Chapter 11
:
CIRCUIT CITY STORES, INC., : 1Case No. 08-35653 (KRH)
et al., :
:
Debtors. : Jointly Administered
- - - - - x

**ORDER GRANTING EIGHTH AND FINAL APPLICATION FOR COMPENSATION
AND REIMBURSEMENT OF EXPENSES OF MCGUIREWOODS LLP,
CO-COUNSEL TO THE DEBTORS, FOR SERVICES RENDERED
FROM AUGUST 1, 2010 THROUGH OCTOBER 31, 2010
AND FINAL APPROVAL OF COMPENSATION AND REIMBURSEMENT
OF EXPENSES OF MCGUIREWOODS LLP FOR SERVICES RENDERED
FROM NOVEMBER 10, 2008 THROUGH JULY 31, 2010**

Upon consideration of the Eighth and Final Application
for Compensation and Reimbursement of Expenses of
McGuireWoods LLP, Co-counsel to the Debtors, for Services
Rendered from August 1, 2010 through October 31, 2010 and
Final Approval of Compensation and Reimbursement of Expenses
of McGuireWoods LLP for Services Rendered from November 10,
2008 through July 31, 2010 (the "Application"); and the
Court having reviewed the Application and the Court having

determined that the relief requested in the Application is necessary and appropriate; and it appearing that proper and adequate notice of the Application has been given and that no other or further notice is necessary; and upon the record herein; and after due deliberation thereon; and good and sufficient cause appearing therefore, it is hereby

ORDERED, ADJUDGED, AND DECREED that:

1. The Application meets the requirements of the Bankruptcy Code and the compensation and reimbursement of expenses sought in the Application is both fair and reasonable. The Application is hereby approved in its entirety.

2. Compensation for the Application Period in the total amount of \$697,433.00 is hereby approved as final, and the Liquidating Trustee is hereby authorized and directed to pay McGuireWoods LLP the unpaid portion of such compensation.

3. The reimbursement of expenses for the Application Period in the total amount of \$22,298.14 is hereby approved as final, and the Liquidating Trustee is hereby authorized and directed to pay McGuireWoods LLP any unpaid portion of such reimbursements.

4. Compensation in the total amount of \$5,729,451.25 and reimbursement of expenses in the total amount of \$149,857.55 for services rendered by McGuireWoods LLP from November 10, 2008 through July 31, 2010 is hereby further approved as final.

5. Compensation in an actual amount not to exceed \$15,000 for services rendered by McGuireWoods LLP in connection with the preparation, filing, and prosecution of this Application, as well as assisting with and filing the Debtors' other professionals' final applications, which occurred post-Effective Date, is hereby approved as final.

6. This Court will retain jurisdiction with respect to any dispute concerning the relief granted hereunder.

Dated: Richmond, Virginia

_____, 2011

UNITED STATES BANKRUPTCY JUDGE

WE ASK FOR THIS:

/s/ Douglas M. Foley
Douglas M. Foley (VSB No. 34364)
Sarah B. Boehm (VSB No. 45201)
MCGUIREWOODS LLP
One James Center
901 E. Cary Street
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Counsel to the Circuit City Stores, Inc. Liquidating Trust

CERTIFICATION OF ENDORSEMENT UNDER LOCAL RULE 9022-1(C)

Pursuant to Local Bankruptcy Rule 9022-1(C), I hereby certify that the foregoing proposed order has been endorsed by or served upon all necessary parties.

/s/ Douglas M. Foley